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January 13, 1998

HAND DELIVERED

Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Docket No. 98-00001
Petition to Intervene

Dear Mr. Waddell:

Enclosed please find an original and thirteen (13) copies of the Petition to Intervene by Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company, Inc. and Tennessee Telephone Company, wholly owned subsidiaries of TDS Telecom, along with our check in the amount of \$25.00 in payment of the filing fee.

We would appreciate it if you would call the filing of this Request to the attention of the Directors for their consideration.

Thanking you, with kindest regards, I remain

Very truly yours,


Joseph F. Welborn, III

TGP/bfs:563867

cc: Val Sanford
L. Vincent Williams, Esq.
Dennis McNamee, Esq.
Bruce Mottern
John Feehan

REC'D TN
REGULATORY AUTH.
JAN 14 PM 3 11
OFFICE OF THE
EXECUTIVE SECRETARY

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE, TENNESSEE**

**IN RE: AVR OF TENNESSEE, L.P. d/b/a HYPERION TELECOMMUNICATIONS
FOR TENNESSEE, L.P., APPLICATION FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY TO EXTEND ITS
TERRITORIAL AREA OF OPERATIONS TO INCLUDE THE AREAS
CURRENTLY SERVED BY TENNESSEE TELEPHONE COMPANY**

DOCKET NO. 98-00001

ORDER

This matter is before the Tennessee Regulatory Authority ("TRA") upon petition of TDS Telecom, and its four wholly owned subsidiaries, Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company, Inc. and Tennessee Telephone Company (collectively "TDS Telecom"), for leave to intervene in the above-captioned proceeding. It appears to the TRA that the Companies have an interest in this matter and therefore, they constitute interested parties pursuant to T.C.A. § 4-5-310 and § 65-2-107. It further appears to the Authority that the Companies have timely filed their petition to intervene more than seven (7) days prior to any hearing set in this cause, and that they are entitled to intervene as a matter of right. The Authority is of the opinion that the interest of justice and the orderly and prompt conduct of the proceeding will not be impaired by allowing this intervention.

IT IS THEREFORE ORDERED,

1. That the petition of Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company, Inc.

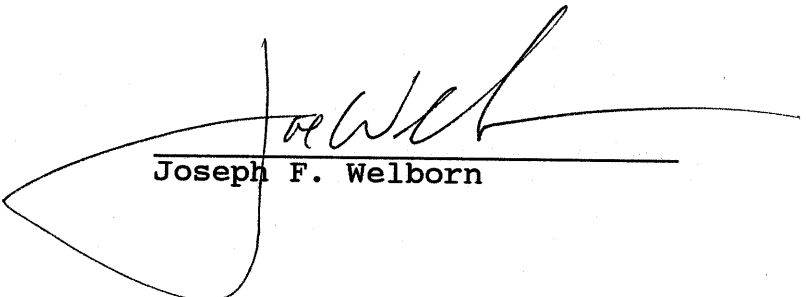
and Tennessee Telephone Company, wholly owned subsidiaries of TDS Telecom for leave to intervene in the above-captioned cause be, and the same is hereby GRANTED.

2. That the intervenors be and the same are hereby made parties to this proceeding and shall receive all copies of notices and orders and be permitted to participate in all aspects of the hearing including providing testimony and cross-examining witnesses. For purposes of service, all intervenors will be treated as one party to this action.

CHAIRMAN

ATTEST:

EXECUTIVE SECRETARY

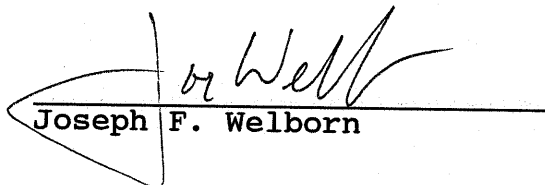


Joseph F. Welborn

#576651

CERTIFICATE OF SERVICE

I certify that I have served a true and exact copy of the foregoing Petition to Intervene upon Val Sanford, Esq. 230 Fourth Avenue North, 3rd Floor, Nashville, TN 37219-8888, L. Vincent Williams, Esq., Office of Consumer Advocate, 425 Fifth Avenue, North, Nashville, TN 37242, and Dennis McNamee, Esq., General Counsel Tennessee Regulatory Authority, 460 James Robertso Parkway, Nashville, TN 37243-0505, by U.S. mail, postage prepaid, this 13th day of January, 1998.


Joseph F. Welborn

#576647

BEFORE THE TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE, TENNESSEE

REC'D TN
REGULATORY AUTHORITY
JAN 14 1998
OFFICE OF THE SECRETARY
EXECUTIVE SECRETARY

IN RE: AVR OF TENNESSEE, L.P. d/b/a HYPERION TELECOMMUNICATIONS
OF TENNESSEE, L.P., APPLICATION FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY TO EXTEND ITS
TERRITORIAL AREA OF OPERATIONS TO INCLUDE THE AREAS
CURRENTLY SERVED BY TENNESSEE TELEPHONE COMPANY

DOCKET NO. 98-00001

PETITION TO INTERVENE

COMES NOW TDS TELECOM, and its four wholly owned subsidiaries, Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company, Inc. and Tennessee Telephone Company (collectively "TDS Telecom"), and respectfully petitions the Tennessee Regulatory Authority ("TRA") to permit it to intervene in the above-styled Docket. In support of its Petition to Intervene, TDS Telecom states as follows:

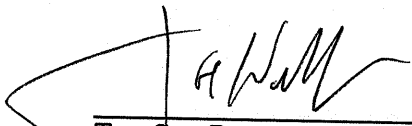
1. The Intervenor are: (a) all Tennessee Corporations; (b) all local exchange carriers serving portions of the State of Tennessee; (c) all may or could be affected by the TRA's decision in the above docket; and (d) all are subject to the TRA's Rule 1220-4-6.

2. This Petition is being filed pursuant to T.C.A. § 4-5-310 and T.C.A. § 65-2-107, at least seven (7) days before the hearing which has not yet been set.

3. The intervenors submit that the intervention sought in this proceeding is: (a) in the interest of justice; (b) permitted

by statute; and (c) and will not impair the orderly or prompt conduct of the proceedings.

THEREFORE, for the foregoing reasons, TDS Telecom respectfully requests the TRA to be permitted to intervene in this Docket and become parties in this cause.

A handwritten signature in black ink, appearing to read 'T. G. Pappas', is written over a horizontal line.

T. G. Pappas
Joseph F. Welborn
BASS, BERRY & SIMS
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(615)742-6242
Attorney for TDS TELECOM